

FRIENDS OF DWIGHT FOSTER PUBLIC LIBRARY, INC.

BYLAWS

ARTICLE I – NAME

The name of this corporation shall be Friends of Dwight Foster Public Library, Inc.

ARTICLE II - PURPOSE

The Friends of Dwight Foster Public Library, hereinafter called “Friends”, is a nonprofit, non-stock corporation organized under Chapter 181 Wis. Stats. for charitable purposes as set forth in Section 501(c)(3) of the Internal Revenue Code.

The purpose of the Friends is to assist the public library in meeting community needs, to promote knowledge of and participation in library programs, and to aid in providing funds for special library needs.

No part of the net earnings of the corporation shall benefit or be distributable to its members, trustees, officers or other private persons. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation in any political campaign. The corporation shall not carry on any other activities not permitted under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any subsequent tax laws.

ARTICLE III - MEMBERS AND DUES

Section 1: Membership in this corporation is open to all individuals, organizations and businesses that support the purposes of this corporation.

Section 2: Dues are set by the Friends Board of Directors.

Section 3: Dues shall be payable annually. The membership year runs from January 1st to December 31st.

ARTICLE IV - MEETINGS, NOTICES AND QUORUM

Section 1: Annual meeting. The annual meeting of the members of this corporation shall be held in September of each year. The purpose of the annual meeting is to elect directors and conduct other business as needed.

Section 2: Notice of annual or special meetings. Notice of any meeting of the members, annual or special, stating the date, time, and place where it is to be held shall be given by newsletter or an article in the *Daily Jefferson County Union*, and on the Library’s website.

Section 3: Quorum. Eight (8) members or 10% of the membership, whichever is less, shall constitute a quorum at any annual or special meeting of the members. Any action by a majority of members where a quorum is present shall be the action of the membership of this corporation.

Section 4: Rule of Order. All meetings of the members or directors shall be conducted according to *Roberts Rules of Order* except as otherwise provided in these Bylaws.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2: Number and Term. The number of voting directors of the corporation shall be from nine (9) to eleven (11) elected members, including a representative from the Library's Board of Directors. Additionally, ex officio members may include the Library Director and a Staff Liaison who shall be appointed by the Library Director. All directors must be members of the corporation. Each director shall hold office for the term of three years from the date of election. Three new directors shall be elected each year and such directors so chosen shall not serve more than three consecutive three-year terms as a director, but may thereafter be elected for three more consecutive terms after the lapse of at least one year.

Section 3: Removal. Any director may be removed from office by the affirmative vote of the majority of the members present at a special meeting of members called for that purpose with a quorum present.

Section 4: Vacancies. The Board of Directors may fill any vacancy in their Board, and the person so chosen shall serve until the next annual meeting, at which time the members shall choose a director to fill out the balance of the unexpired term created by such vacancy.

ARTICLE VI - MEETINGS

Section 1: Meetings. The Board of Directors may provide by resolution the time and place for regular meetings without other notice. Additional meetings may be held on the call of the President, or if he or she is absent, or unable or refuses to act, by any officer or by any three directors.

Section 2: Quorum. Five (5) directors shall constitute a quorum for the transaction of business.

ARTICLE VII – OFFICERS

Section 1: Number and Term. The principal officers of the corporation shall be president, vice president, secretary and treasurer. These four officers shall constitute the Executive Committee. They shall be elected annually and shall serve until their successors have been duly elected and qualified.

Section 2: Election. The term of each officer shall be for one year. The officers of the corporation shall be elected by the Board of Directors annually from among their own number; such election to be at the first meeting of the Board of Directors held after the annual meeting of the members.

Section 3: Removal. Any officer elected or appointed by the directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served.

Section 4: Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VIII - DUTIES OF THE OFFICERS

Section 1: General Powers. The officers of the corporation shall have such power and authority in the control and management of the property and business of the corporation as is usual and proper in the case of, and incident to, such corporate offices, except insofar as such power and authority is limited by these Bylaws or by resolution of the Board of Directors.

Section 2: President. The President shall preside at all meetings of the board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.

Section 3: Vice President. The Vice President shall perform all the duties of the president in the event of death, disability or absence of the president, and shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Section 4: Secretary. The secretary shall keep a true and accurate record of all meetings of the board and shall perform all other duties as are generally associated with that office.

Section 5: Treasurer. The treasurer shall have the custody of all funds of the corporation, and shall keep full and accurate accounts of receipts and disbursements and books belonging to the corporation, and shall deposit all monies in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the corporation as may be ordered by the Board of Directors. An account of all transactions and of the financial condition of the corporation will be presented at Board of Directors meetings.

ARTICLE IX - COMMITTEES

The Board of Directors may create committees as needed that are discharged upon the completion of the purpose for which they were appointed or sooner if terminated by action of the Board. The President appoints all committee chairs.

No committee or member shall have the authority to make any contact, or to incur any indebtedness, obligation or liability in the name of, or in behalf of the corporation without the authority and approval of the Board of Directors or, in special cases, the President.

ARTICLE X - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of September and end on the last day of August of each year.

ARTICLE XI - DISSOLUTION

Upon dissolution, any remaining net assets of the Friends shall be distributed solely to the Dwight Foster Public Library Trust.

ARTICLE XII - AMENDMENTS

These Bylaws may be amended by a majority vote of the members of the corporation present at any annual meeting or at a special meeting called for such purpose.

Revised 9/25/2000; 9/29/2007; 9/25/2012; 1/02/2014; 9/27/2016; 9/19/2017

